

04-16-2001



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U.S. Patent & TMO/TM Mail Rcpt Dt. #73

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76059337

- Individual General Partnership Limited Partnership Corporation Association
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04/13/2001 GTON11 00000144 162500 76059337

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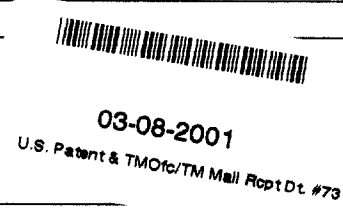
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Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

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No

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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Jennifer Silver

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Signature

5/8/2001

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "THE RISKMETRICS GROUP, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "THE RISKMETRICS GROUP, LLC" TO "RISKMETRICS GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0638294

DATE: 08-24-00

TRADEMARK
REEL: 002271 FRAME: 0256

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATE PURSUANT TO SECTION
265 OF THE DELAWARE GENERAL
CORPORATION LAW.

- 1.) The RiskMetrics Group, LLC (hereinafter called the "Limited Liability Company") is a limited liability company formed pursuant to the Delaware Limited Liability Company Act.
- 2.) The name of the Limited Liability Company immediately prior to filing this Certificate is The RiskMetrics Group, LLC.
- 3.) The date the Limited Liability Company was first formed is June 19, 1998.
- 4.) The name of the corporation as set forth in the Certificate of Incorporation is RiskMetrics Group, Inc.

Dated: August ^{24th}21, 2000

THE RISKMETRICS GROUP, LLC

By: _____

Marc Ethan Berman
Chief Executive Officer